

FLEETCOR TECHNOLOGIES INC  
 Form 4  
 March 14, 2012

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 SUMMIT PARTNERS L P

2. Issuer Name and Ticker or Trading Symbol  
 FLEETCOR TECHNOLOGIES INC  
 [FLT]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Manager of GP of 10% Owner

(Last) (First) (Middle)  
 222 BERKELEY STREET, 18TH FLOOR  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/13/2012

BOSTON, MA 02116

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
Common Stock	03/13/2012		S	(A) 4,000,000 (1)	\$ 36.02 19,040,170 (2)	I	See remarks.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SUMMIT PARTNERS L P 222 BERKELEY STREET 18TH FLOOR BOSTON, MA 02116				Manager of GP of 10% Owner
STAMPS WOODSUM & CO IV 222 BERKELEY STREET 18TH FLOOR BOSTON, MA 02116				Indirect GP of 10% Owner
Summit Investors Management, LLC 222 BERKELEY STREET, 18TH FLOOR BOSTON, MA 02116				Manager of GP of 10% Owner
Summit Partners PE VII, L.P. 222 BERKELEY STREET 18TH FLOOR BOSTON, MA 02116				GP of 10% Owner
Summit Partners PE VII, LLC 222 BERKELEY STREET 18TH FLOOR BOSTON, MA 02116				Indirect GP of 10% Owner
SUMMIT PARTNERS SD II LLC 222 BERKELEY STREET 18TH FLOOR BOSTON, MA 02116				GP of 10% Owner
SUMMIT PARTNERS VI GP LP 222 BERKELEY STREET 18TH FLOOR BOSTON, MA 02116				GP of 10% Owner

SUMMIT PARTNERS VI GP LLC  
222 BERKELEY STREET  
18TH FLOOR  
BOSTON, MA 02116

Indirect GP of 10% Owner

MANNION MARTIN J  
C/O SUMMIT PARTNERS  
222 BERKELEY STREET, 18TH FLOOR  
BOSTON, MA 02116

Manager of GP of 10% owner

## Signatures

Summit Partners, L.P., by Summit Master Company, LLC, Its General Partner, by Robin W. Devereux, Power of Attorney for Joseph F. Trustey, Member	03/13/2012
__Signature of Reporting Person	Date
Stamps, Woodsum & Co. IV, by Summit Partners, L.P., its General Partner, by Summit Master Company, LLC, its General Partner, by Robin W. Devereux, Power of Attorney for Joseph F. Trustey, Member	03/13/2012
__Signature of Reporting Person	Date
Summit Investors Management, LLC, its GP, by Summit Partners, L.P.its GP, by Summit Master Company, LLC, its GP, by Robin W. Devereux, POA for Joseph Trustey, Member	03/13/2012
__Signature of Reporting Person	Date
Summit Partners PE VII, L.P., its GP, by Summit Partners PE VII, LLC, its GP, by Summit Partners, L.P., its GP, by Summit Master Company, LLC, its GP, by Robin W. Devereux, POA for Joseph Trustey, Member	03/13/2012
__Signature of Reporting Person	Date
Summit Partners PE VII, LLC, its GP, by Summit Partners, L.P., its GP, by Summit Master Company, LLC, its GP, by Robin W. Devereux, POA for Joseph Trustey, Member	03/13/2012
__Signature of Reporting Person	Date
Summit Partners SD II, LLC, by Summit Partners, L.P., its General Partner, by Summit Master Company, LLC, its General Partner, by Robin W. Devereux, Power of Attorney for Joseph F. Trustey, Member	03/13/2012
__Signature of Reporting Person	Date
Summit Partners VI (GP), L.P., by Summit Partners VI (GP), LLC, its General Partner, by Summit Partners L.P., its General Partner, by Summit Master Company, LLC, its General Partner, by Robin W. Devereux, Power of Attorney for Joseph F. Trustey, Member	03/13/2012
__Signature of Reporting Person	Date
Summit Partners VI (GP), LLC, by Summit Partners, L.P., its General Partner, by Summit Master Company, LLC, its General Partner, by Robin W. Devereux, Power of Attorney for Joseph F. Trustey, Member	03/13/2012
__Signature of Reporting Person	Date
Robin W. Devereux, Power of Attorney for Martin J. Mannion	03/13/2012
__Signature of Reporting Person	Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Represents shares sold by the following entities: 2,272,957 shares of common stock sold by Summit Ventures VI-A, L.P., 947,913 shares of common stock sold by Summit Ventures VI-B, L.P., 47,271 shares of common stock sold by Summit VI Advisors Fund, L.P., 72,577 shares of common stock sold by Summit VI Entrepreneurs Fund, L.P., 19,032 shares of common stock sold by Summit
- (1) Investors VI, L.P., 58,850 shares of common stock sold by Summit Subordinated Debt Fund II, L.P., 361,798 shares of common stock sold by Summit Partners Private Equity Fund VII-A, L.P., 217,302 shares of common stock sold by Summit Partners Private Equity Fund VII-B, L.P., 2,082 shares of common stock sold by Summit Investors I, LLC and 218 shares of common stock sold by Summit Investors I (UK), L.P.
- Represents shares held by the following entities: 10,819,367 shares of common stock sold by Summit Ventures VI-A, L.P., 4,512,109 shares of common stock sold by Summit Ventures VI-B, L.P., 225,013 shares of common stock sold by Summit VI Advisors Fund, L.P., 345,470 shares of common stock sold by Summit VI Entrepreneurs Fund, L.P., 90,592 shares of common stock sold by Summit
- (2) Investors VI, L.P., 280,130 shares of common stock sold by Summit Subordinated Debt Fund II, L.P., 1,722,176 shares of common stock sold by Summit Partners Private Equity Fund VII-A, L.P., 1,034,365 shares of common stock sold by Summit Partners Private Equity Fund VII-B, L.P., 9,909 shares of common stock sold by Summit Investors I, LLC and 1,039 shares of common stock sold by Summit Investors I (UK), L.P.

### Remarks:

The entities mentioned in Footnote 1 and 2 are collectively referred to as the "Summit Entities"; Summit Partners, L.P. is (i) th

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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